

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1

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In re:

BED BATH & BEYOND INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-13359 (VFP)

(Jointly Administered)

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these Chapter 11 Cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these Chapter 11 Cases is 650 Liberty Avenue, Union, New Jersey 07083.

DECLARATION OF DAVID BRAUN IN SUPPORT OF DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS (I) AUTHORIZING THE DEBTORS TO ASSUME THE CONSULTING AGREEMENTS, (II) AUTHORIZING AND APPROVING THE CONDUCT OF STORE CLOSING SALES, WITH SUCH SALES TO BE FREE AND CLEAR OF ALL LIENS, CLAIMS, AND ENCUMBRANCES, (III) AUTHORIZING CUSTOMARY BONUSES TO EMPLOYEES OF CLOSING STORES, AND (IV) GRANTING RELATED RELIEF

I, David Braun, hereby declare under penalty of perjury that the following is true to the best of my knowledge, information, and belief:

1. I am a Director and Senior Corporate Counsel at Gordon Brothers Group, LLC ("Gordon Brothers"), parent company of Gordon Brothers Retail Partners, LLC ("GBRP") located at Prudential Tower, 800 Boylston Street, 27th Floor, Boston, MA 02199.

2. I submit this declaration (the "Declaration") on behalf of GBRP in support of the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreements, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to be Free and Clear of All Liens, Claims, and Encumbrances, (III) Authorizing Customary Bonuses to Employees of Closing Stores, and (IV) Granting Related Relief* (D.I. 28) (the "Motion")². Although not required for purposes of approval of the Motion pursuant to section 363 of the Bankruptcy Code, I submit this Declaration and disclose GBRP's connections to the Debtors and Parties in Interest (as defined below) in support thereof. I have reviewed and am familiar with the Motion and the relief sought therein.

3. The facts set forth in my Declaration are based upon my personal knowledge, information, and belief, and upon records kept in the ordinary course of business that were reviewed by me or other employees of Gordon Brothers under my supervision and direction. If called as a witness, I would testify to the facts set forth in this Declaration.

² Capitalized terms used but not defined herein are used as defined in the Motion.

4. In the ordinary course of its business, GBRP and its affiliates and subsidiaries, through its parent company, Gordon Brothers, collectively maintain a database (the “Transaction Database”) for purposes of performing “conflicts checks.” The Transaction Database contains information regarding present and past representations and transactions of Gordon Brothers and other companies presently controlled by Gordon Brothers (including GBRP). I obtained a list of names of individuals and companies provided by the Debtors for purposes of searching the Transaction Database and determining the connection(s) which Gordon Brothers (including GBRP) has with such entities (attached hereto as Schedule 1; collectively, the “Parties in Interest”). Gordon Brothers ran the names of all the Parties in Interest through the Transaction Database to determine whether Gordon Brothers (including GBRP) had in the past, or currently has, any connection to such Parties in Interest. The Transaction Database includes information relating to debt and equity holdings of the entities comprising Gordon Brothers (including debt and equity holdings by such entities for the account of a third party, if any). In short, if one of the entities comprising Gordon Brothers holds debt or equity in a Party in Interest, that connection would be identified in the conflicts check and disclosed. Moreover, the conflicts check conducted by Gordon Brothers in connection with the Motion did not exclude any affiliates of GBRP or its ultimate parent company.

5. Gordon Brothers’ search of the Transaction Database identified the connections listed on and described in the attached Schedule 2.

6. Except with respect to GBRP’s contractual joint venture partners, neither I, Gordon Brothers (including GBRP), nor any principal, partner, director, officer, or employee thereof, nor any professional retained by Gordon Brothers (including GBRP) has agreed to share

or will share any portion of the compensation to be received from the Debtors by GBRP with any other person other than the principals and regular employees of Gordon Brothers.

7. Except with respect to entry into the Consulting Agreement (as defined in the Motion), and except as set forth in **Schedule 2** hereto, to the best of my knowledge, neither I, Gordon Brothers (including GBRP), nor any principal, partner, director, officer, or employee thereof, nor any professional retained by Gordon Brothers (including GBRP), insofar as I have been able to ascertain, is a creditor, equity security holder, or an insider of the Debtors.

8. To the best of my knowledge, neither I, Gordon Brothers (including GBRP), nor any principal, partner, director, officer, or employee thereof, nor any professional retained by Gordon Brothers (including GBRP), insofar as I have been able to ascertain, is or has been, within two years before the date of the filing of the petition(s) herein, a director, officer or employee of the Debtors.

9. To the best of my knowledge, neither I, Gordon Brothers (including GBRP), nor any principal, partner, director, officer, or employee thereof, nor any professional retained by Gordon Brothers (including GBRP), insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which GBRP is engaged, by reason of any direct or indirect relationship to, or connection with, or interest in, the Debtors or for any other reason.

10. Gordon Brothers is conducting further inquiries regarding Gordon Brothers' engagement by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of Gordon Brothers' engagement if Gordon Brothers should discover any facts bearing on the matters described herein, Gordon Brothers will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: Boston, Massachusetts
May 2, 2023

GORDON BROTHERS GROUP, LLC

DocuSigned by:
By: David Braun
David Braun
Director, Senior Corporate Counsel